

Co-operative Federation of Victoria Ltd

Minutes of the Special General meeting of the Co-operative Federation of Victoria Ltd, 11.00 a.m. 11 October 2001, Suite 2, Level 2, 420 Burwood Highway, Wantirna South.

PRESENT: Avoca District Co-operative Ltd (Tony O'Shea), Co-operative Energy Ltd (David Griffiths), Co-operative Purchasing Services Ltd (Val Ogier), Demo Dairy (Niel Black), Co-operative Development Services Ltd (Tony Gill) and YCW Co-operative Society Ltd (John Luckman) and Graeme Charles (Executive Officer)

APOLOGIES: The Chairman reported that there were no apologies.

The Chairman (David Griffiths) also advised that there was a quorum with ten proxies from:

Colac Herd Improvement Co-operative Ltd

Herd Improvement Co-operative (Maffra) Ltd

North East Flower Growers Co-operative Ltd

North East Rural Education Project Co-operative Ltd

North East Telecommunications Co-operative Ltd

Ruach Community Co-operative Ltd

Southern Agricultural Producers Co-operative Ltd

Southern Energy Co-operative Ltd

Urban Camp Melbourne Co-operative Ltd

Warrnambool Co-operative Society Ltd

He advised that he was authorised to exercise the proxies at his discretion.

He also advised that Tony O'Shea was exercising a proxy from the Pyrenees Hay Processors Co-operative Ltd

Minutes

That the minutes of the Special General Meeting of 19 October 2000 be confirmed as a true and accurate record as amended to include that a poll was called for and be signed by the Chairman.

Rules

The special resolution was moved by Avoca District Co-operative Ltd and seconded by Demo Dairy.

Co-operative Development Services Ltd tabled a document criticising all the proposed rule changes as approved by the Deputy Registrar of Co-operatives on 27 August 2001

After discussion it was decided not to proceed with changes to rules 6,7,9,16,18,20, 25,4 and 30 but to proceed with rules 35, 37, 38 and 45:

Rule 35

- (1) As from the Annual General Meeting in 2001, there shall be a board of five ordinary directors and one independent director appointed under Rule 37.
- (2) A director must be – (a) A natural person; and (b) not less than 18 years of age.
- (3) Directors shall serve a three year term subject to the provision of Rule 41.

Rule 37

- (1) The board may nominate one independent director for approval by members at a general meeting.

Rule 38

- (1) At each Annual General Meeting, directors who have served a three year term of office and those filling a casual vacancy are to retire but irrespective of this requirement at the Annual General Meetings in 2001 and 2002 at least two directors shall retire.

- (2) The directors to retire under rule 38 (1) shall be (a) any director who is required to retire under rule 41, and (b) where there are no or less than two directors retiring having completed a three year term of office the director or directors who have been longest in office since his/her last election.
- (3) Where two or more directors were elected or appointed the same day for the purpose of Rule 38 (2) (b) the director(s) to retire shall be as agreed between those directors or, failing any agreement, as determined by lot.
- (4) A retiring director retains office until the close of the meeting at which his or her successor is elected.
- (5) If a director (other than an independent director) remains the accredited delegate of a member, subject to these rules, he/she will be eligible for election.
- (6) At least sixty days before an Annual General Meeting, a retiring director (other than an independent director) who wishes to renominate must obtain from the member, who nominated him/her, confirmation that he/she remains the member's accredited delegate.

Rule 45

Subject to the Act, the directors may determine the quorum necessary for the transaction of business, unless otherwise determined four directors shall be a quorum.

Poll

The Chairman called for a poll on the special resolution by a hand vote and he declared the vote carried by 15 to 2.

Co-operative Development Services Ltd challenged this and argued that the rules did not provide for proxy votes to be used in demanding a poll.

Rule 31 (7) was consulted and this specified that proxy votes could be used: An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An instrument appointing a proxy shall be in a form approved by the board.

The Chairman reaffirmed that the vote for a poll on the special resolution was carried by 15 to 2.

Casual Vacancies

The following ordinary resolution was moved by Co-operative Development Services Ltd and seconded by Co-operative Purchasing Services Ltd:

The board to fix the problem of casual vacancies and come back to members at a later date for approval.

It was noted that the fix should incorporate CPS Rule 43.

The Chairman called for a vote and declared the resolution carried 17 votes to nil.

The Chairman declared the meeting closed.